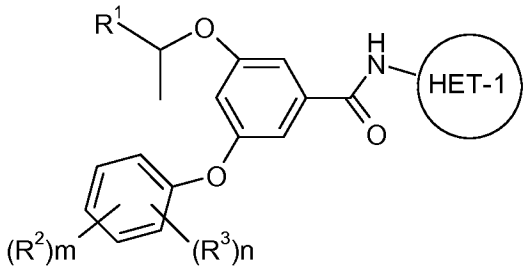
Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

Claims 1 to 17 (canceled)

Claim 18 (withdrawn/currently amended): A compound of Formula (I), or a salt~~, pro-drug, or solvate~~ thereof:



(I)

wherein:

R[1] is methoxymethyl;

R[2] is selected from -C(O)NR[4]R[5], -SO$_2$NR[4]R[5], and -S(O)$_p$R[4];

HET-1 is a 5- or 6-membered, C-linked heteroaryl ring containing a nitrogen atom in the 2-position and optionally 1 or 2 further ring heteroatoms independently selected from O, N, and S; which ring is optionally substituted on an available carbon atom, or on a ring nitrogen atom provided it is not thereby quaternised, with 1 or 2 substituents independently selected from R[6];

R[3] is selected from halo, fluoromethyl, difluoromethyl, trifluoromethyl, methyl, methoxy, and cyano;

R[4] is selected from hydrogen and (1-4C)alkyl;

R[5] is hydrogen or (1-4C)alkyl;

R[6] is independently selected from (1-4C)alkyl, halo, hydroxy(1-4C)alkyl, (1-4C)alkoxy(1-4C)alkyl, (1-4C)alkylS(O)$_p$(1-4C)alkyl, amino(1-4C)alkyl, (1-4C)alkylamino(1-4C)alkyl, di(1-4C)alkylamino(1-4C)alkyl, and HET-4;

HET-4 is a 5- or 6-membered, C- or N- linked unsubstituted heteroaryl ring containing 1, 2, or 3 ring heteroatoms independently selected from O, N, and S;

p is independently at each occurrence 0, 1, or 2;

m is 0 or 1; and

n is 0, 1, or 2;

provided that when m is 0, then n is 1 or 2.

Claim 19 (withdrawn/currently amended): A compound of Formula (I), as claimed in Claim 18, which is selected from:

3-{2-chloro-4-[(dimethylamino)sulfonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(2-chloro-4-{[(1-methylethyl)amino]sulfonyl}phenyl)oxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-{4-[(dimethylamino)sulfonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-{4-[((1-methylethyl)amino)sulfonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-(4-cyanophenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-{[4-(aminocarbonyl)phenyl]oxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(ethylsulfonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-lbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-{[3-(methylthio)phenyl]oxy}benzamide;

3-({4-[(1-methylethyl)thio]phenyl}oxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[3-(methylsulfonyl)phenoxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[3-(methylsulfinyl)phenoxy]benzamide;

3-({4-[(1-methylethyl)sulfonyl]phenyl}oxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(4-methyl-1,3-thiazol-2-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(5-methyl-1,3-thiazol-2-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(5-methyl-1,3,4-thiadiazol-2-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

N-(1-ethyl-1H-pyrazol-3-yl)-3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-(3,5-difluorophenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

N-(5-bromopyridin-2-yl)-3-(3,5-difluorophenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]benzamide;

3-(3,5-difluorophenoxy)-N-[4-(hydroxymethyl)-1,3-thiazol-2-yl]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-1H-pyrazol-3-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(5-methyl-1H-pyrazol-3-yl)-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-[4-(methoxymethyl)-1,3-thiazol-2-yl]-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-1-methylethoxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-

1H-pyrazol-3-yl)benzamide;

2-methoxy-4-(3-[(1S)-2-methoxy-1-methylethoxy]-5-{[(1-methyl-1H-pyrazol-3-yl)amino]carbonyl}phenoxy)-N-methylbenzamide;

2-methoxy-4-(3-[(1S)-2-methoxy-1-methylethoxy]-5-{[(1-methyl-1H-pyrazol-3-yl)amino]carbonyl}phenoxy)-N,N-dimethylbenzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

3-fluoro-4-{3-[(1S)-2-methoxy-1-methylethoxy]-5-[(1H-pyrazol-3-ylamino)carbonyl]phenoxy}-N,N-dimethylbenzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-1-methylethoxy]-N-(5-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(ethylsulfonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

3-[2-fluoro-4-(methylsulfonyl)phenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide; and

3-[4-(ethylsulfonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

or a salt~~, pro-drug, or solvate~~ thereof.

Claim 20 (withdrawn/currently amended): A compound of Formula (I), as claimed in Claim 19, which is selected from:

3-{2-chloro-4-[(dimethylamino)sulfonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(2-chloro-4-{[(1-methylethyl)amino]sulfonyl}phenyl)oxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-{4-[(dimethylamino)sulfonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-{4-[((1-methylethyl)amino)sulfonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-(4-cyanophenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-{[4-(aminocarbonyl)phenyl]oxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(ethylsulfonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-{[3-(methylthio)phenyl]oxy}benzamide;

3-({4-[(1-methylethyl)thio]phenyl}oxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[3-(methylsulfonyl)phenoxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[3-(methylsulfinyl)phenoxy]benzamide;

3-({4-[(1-methylethyl)sulfonyl]phenyl}oxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(4-methyl-1,3-thiazol-2-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(5-methyl-1,3-thiazol-2-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(5-methyl-1,3,4-thiadiazol-2-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

N-(1-ethyl-1H-pyrazol-3-yl)-3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-(3,5-difluorophenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

N-(5-bromopyridin-2-yl)-3-(3,5-difluorophenoxy)-5-[(1S)-2-methoxy-(1-

methylethyl)oxy]benzamide;

3-(3,5-difluorophenoxy)-N-[4-(hydroxymethyl)-1,3-thiazol-2-yl]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(5-methyl-1H-pyrazol-3-yl)-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-[4-(methoxymethyl)-1,3-thiazol-2-yl]-5-[4-(methylsulfonyl)phenoxy]benzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-1-methylethoxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

2-methoxy-4-(3-[(1S)-2-methoxy-1-methylethoxy]-5-{[(1-methyl-1H-pyrazol-3-yl)amino]carbonyl}phenoxy)-N-methylbenzamide;

2-methoxy-4-(3-[(1S)-2-methoxy-1-methylethoxy]-5-{[(1-methyl-1H-pyrazol-3-yl)amino]carbonyl}phenoxy)-N,N-dimethylbenzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

3-fluoro-4-{3-[(1S)-2-methoxy-1-methylethoxy]-5-[(1H-pyrazol-3-ylamino)carbonyl]phenoxy}-N,N-dimethylbenzamide;

3-{4-[(dimethylamino)carbonyl]phenoxy}-5-[(1S)-2-methoxy-1-methylethoxy]-N-(5-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(ethylsulfonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

3-[2-fluoro-4-(methylsulfonyl)phenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide; and

3-[4-(ethylsulfonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

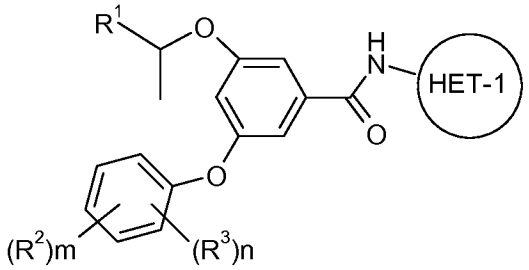
or a salt~~, pro-drug, or solvate~~ thereof.

Claim 21 (withdrawn/currently amended): A compound of Formula (I) as claimed in Claim 18, which is:

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-[4-(methylsulfonyl)phenoxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

or a salt~~, pro-drug, or solvate~~ thereof.

Claim 22 (currently amended): A compound of Formula (I) or a salt, pro-drug, or solvate thereof:



(I)

wherein:

R^1 is methoxymethyl;

R^2 is selected from -C(O)-HET-3 and -SO_2-HET-3;

HET-1 is a 5- or 6-membered, C-linked heteroaryl ring containing a nitrogen atom in the 2-position and optionally 1 or 2 further ring heteroatoms independently selected from O, N, and S; which ring is optionally substituted on an available carbon atom, or on a ring nitrogen atom provided it is not thereby quaternised, with 1 or 2 substituents independently selected from R^6;

~~**HET-2** is a 4-, 5-, or 6-membered, C- or N-linked heterocyclyl ring containing 1, 2, 3, or 4 heteroatoms independently selected from O, N and S, wherein a -CH_2- group can optionally be replaced by a -C(O)-, and wherein a sulphur atom in the heterocyclic ring may optionally be oxidised to a S(O) or $S(O)_2$ group, which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^7;~~

R^3 is selected from halo, fluoromethyl, difluoromethyl, trifluoromethyl, methyl, methoxy, and cyano;

~~**R^4** is selected from hydrogen; (1-4C)alkyl optionally substituted with 1 or 2 substituents independently selected from HET-2, -OR^5, -SO_2R^5, (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7), and -$C(O)NR^5R^5$; (3-6C)cycloalkyl (optionally substituted~~

~~with 1 group selected from R^7); and HET-2;~~

~~**R**^{5} is hydrogen or (1-4C)alkyl;~~

~~or **R**^{4} and **R**^{5} together with the nitrogen atom to which they are attached may form a heterocyclyl ring system as defined by HET-3;~~

R^6 is independently selected from ~~(1-4C)alkyl, halo, hydroxy(1-4C)alkyl, (1-4C)alkoxy(1-4C)alkyl, (1-4C)alkylS(O)$_p$(1-4C)alkyl, amino(1-4C)alkyl, (1-4C)alkylamino(1-4C)alkyl, di(1-4C)alkylamino(1-4C)alkyl, and HET-4~~ methyl, ethyl, bromo, chloro, fluoro, hydroxymethyl, methoxymethyl, aminomethyl, N-methylaminomethyl, and dimethylaminomethyl;

~~**R**^{7} is selected from –OR^5, (1-4C)alkyl, –C(O)(1-4C)alkyl, –C(O)NR^{4}R^5, (1-4C)alkoxy(1-4C)alkyl, hydroxy(1-4C)alkyl, and –S(O)$_p$R^5;~~

HET-3 is selected from morpholino, piperidinyl, piperazinyl, pyrrolidinyl and azetidinyl; ~~an N-linked, 4-, 5-, or 6-membered, saturated or partially unsaturated heterocyclyl ring, optionally containing 1 or 2 further heteroatoms independently selected from O, N, and S, wherein a –CH$_2$– group can optionally be replaced by a –C(O)– and wherein a sulphur atom in the ring may optionally be oxidised to a S(O) or S(O)$_2$ group; which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^8; or~~

~~**HET-3** is an N-linked, 7-membered, saturated or partially unsaturated heterocyclyl ring, optionally containing 1 further heteroatom independently selected from O, S, and N, wherein a –CH$_2$– group can optionally be replaced by a –C(O)– group and wherein a sulphur atom in the ring may optionally be oxidised to a S(O) or S(O)$_2$ group; which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^8; or~~

~~**HET-3** is an N-linked, 6- to 10-membered bicyclic saturated or partially unsaturated heterocyclyl ring, optionally containing 1 further nitrogen atom wherein a –CH$_2$– group can optionally be replaced by a –C(O)–; which ring is optionally substituted on an available carbon or nitrogen atom by 1 substituent selected from hydroxy and R^3;~~

~~**R**^{8} is selected from –OR^5, (1-4C)alkyl, –C(O)(1-4C)alkyl, –C(O)NR^{4}R^5, (1-4C)alkylamino, di(1-4C)alkylamino, HET-3 wherein said ring is unsubstituted, (1-4C)alkoxy(1-4C)alkyl, hydroxy(1-4C)alkyl and –S(O)$_p$R^5;~~

~~**HET-4** is a 5- or 6-membered, C- or N- linked unsubstituted heteroaryl ring containing 1, 2, or 3 ring heteroatoms independently selected from O, N, and S;~~

~~p is independently at each occurrence 0, 1, or 2;~~

m is 1 and R^2 is in the para position relative to the ether linkage; and

n is 0, 1, or 2.

Claim 23 (cancel)

Claim 24 (currently amended): A compound of the Formula (I) as claimed in Claim 22, which is selected from:

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-{4-[(4-methylpiperazin-1-yl)carbonyl]phenoxy}-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-{4-[(4-methylpiperazin-1-yl)carbonyl]phenoxy}-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(morpholin-4-ylcarbonyl)phenoxy]benzamide;

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(pyrrolidin-1-ylcarbonyl)phenoxy]benzamide;

3-[4-(7-azabicyclo[2.2.1]hept-7-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-({2-chloro-4-[(4-methylpiperazin-1-yl)sulfonyl]phenyl}oxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-({4-[(4-methylpiperazin-1-yl)sulfonyl]phenyl}oxy)-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-chlorophenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-

methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-(trifluoromethyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-chlorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-(5-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-(5-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide; and

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-(5-methyl-1H-pyrazol-3-yl)benzamide;

or a salt~~, pro-drug, or solvate~~ thereof.

Claim 25 (currently amended): A compound of Formula (I) as claimed in Claim 22, which is selected from:

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-{4-[(4-methylpiperazin-1-yl)carbonyl]phenoxy}-N-1,3-thiazol-2-ylbenzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-{4-[(4-methylpiperazin-1-yl)carbonyl]phenoxy}-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(morpholin-4-ylcarbonyl)phenoxy]benzamide;

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(pyrrolidin-1-ylcarbonyl)phenoxy]benzamide;

3-[4-(7-azabicyclo[2.2.1]hept-7-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-({2-chloro-4-[(4-methylpiperazin-1-yl)sulfonyl]phenyl}oxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-({4-[(4-methylpiperazin-1-yl)sulfonyl]phenyl}oxy)-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-chlorophenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-(trifluoromethyl)phenoxy]-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

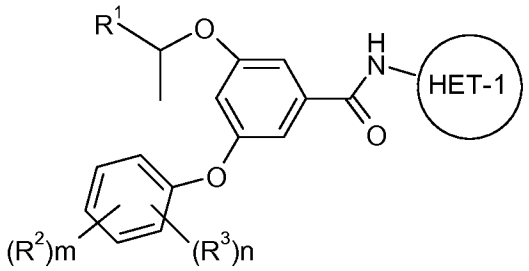
3-[4-(azetidin-1-ylcarbonyl)phenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

3-[4-(azetidin-1-ylcarbonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-(5-methyl-1H-pyrazol-3-yl)benzamide; and

3-[4-(azetidin-1-ylcarbonyl)-2-fluorophenoxy]-5-[(1S)-2-methoxy-1-methylethoxy]-N-1H-pyrazol-3-ylbenzamide;

or a salt~~, pro-drug, or solvate~~ thereof.

Claim 26 (withdrawn/currently amended): A compound of Formula (I), or a salt~~, pro-drug, or solvate~~ thereof:



(I)

wherein:

R^1 is methoxymethyl;

R^2 is selected from $-C(O)NR^{41}R^{51}$, $-SO_2NR^{41}R^{51}$, and $-S(O)_pR^{41}$;

HET-1 is a 5- or 6-membered, C-linked heteroaryl ring containing a nitrogen atom in the 2-position and optionally 1 or 2 further ring heteroatoms independently selected from O, N, and S; which ring is optionally substituted on an available carbon atom, or on a ring nitrogen atom provided it is not thereby quaternised, with 1 or 2 substituents independently selected from R^6;

HET-2 is a 4-, 5-, or 6-membered, C- or N-linked heterocyclyl ring containing 1, 2, 3, or 4 heteroatoms independently selected from O, N, and S, wherein a $-CH_2-$ group can optionally be replaced by a -C(O)- , and wherein a sulphur atom in the heterocyclic ring may optionally be oxidised to a S(O) or $S(O)_2$ group, which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^7;

R^3 is selected from halo, fluoromethyl, difluoromethyl, trifluoromethyl, methyl, methoxy, and cyano;

R^{41} is selected from (1-4C)alkyl substituted with 1 or 2 substituents independently selected from HET-2, $-OR^5$, $-SO_2R^5$, (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7), and $-C(O)NR^5R^5$; (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7); and HET-2;

R^{51} is hydrogen or (1-4C)alkyl;

R^4 is selected from (1-4C)alkyl optionally substituted with 1 or 2 substituents independently selected from HET-2, $-OR^5$, $-SO_2R^5$, (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7), and $-C(O)NR^5R^5$; (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7); and HET-2;

R^5 is hydrogen or (1-4C)alkyl;

or **R^4** and **R^5** together with the nitrogen atom to which they are attached may form a heterocyclyl ring system as defined by HET-3;

R^6 is independently selected from (1-4C)alkyl, halo, hydroxy(1-4C)alkyl, (1-4C)alkoxy(1-4C)alkyl, (1-4C)alkyl$S(O)_p$(1-4C)alkyl, amino(1-4C)alkyl, (1-4C)alkylamino(1-4C)alkyl, di(1-4C)alkylamino(1-4C)alkyl, and HET-4;

R^7 is selected from $-OR^5$, (1-4C)alkyl, -C(O)(1-4C)alkyl, $-C(O)NR^4R^5$, (1-4C)alkoxy(1-

4C)alkyl, hydroxy(1-4C)alkyl, and -$S(O)_pR^5$;

HET-3 is an N-linked, 4-, 5-, or 6-membered, saturated or partially unsaturated heterocyclyl ring, optionally containing 1 or 2 further heteroatoms independently selected from O, N, and S, wherein a -CH_2- group can optionally be replaced by a -C(O)- and wherein a sulphur atom in the ring may optionally be oxidised to a S(O) or $S(O)_2$ group; which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^8; or

HET-3 is an N-linked, 7-membered, saturated or partially unsaturated heterocyclyl ring, optionally containing 1 further heteroatom independently selected from O, S, and N, wherein a -CH_2- group can optionally be replaced by a -C(O)- group and wherein a sulphur atom in the ring may optionally be oxidised to a S(O) or $S(O)_2$ group; which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^8; or

HET-3 is an N-linked, 6- to 10-membered bicyclic saturated or partially unsaturated heterocyclyl ring, optionally containing 1 further nitrogen atom wherein a -CH_2- group can optionally be replaced by a -C(O)-; which ring is optionally substituted on an available carbon or nitrogen atom by 1 substituent selected from hydroxy and R^3;

R^8 is selected from -OR^5, (1-4C)alkyl, -C(O)(1-4C)alkyl, -$C(O)NR^4R^5$, (1-4C)alkylamino, di(1-4C)alkylamino, HET-3 (wherein said ring is unsubstituted), (1-4C)alkoxy(1-4C)alkyl, hydroxy(1-4C)alkyl, and -$S(O)_pR^5$;

HET-4 is a 5- or 6-membered, C- or N- linked unsubstituted heteroaryl ring containing 1, 2, or 3 ring heteroatoms independently selected from O, N, and S;

p is independently at each occurrence 0, 1, or 2;

m is 1 and R^2 is in the para position relative to the ether linkage; and

n is 0, 1, or 2.

Claim 27 (withdrawn/currently amended): A compound of the formula (I) as claimed in Claim 26, which is selected from:

3-(4-{[(2-methoxyethyl)amino]carbonyl}phenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

3-(4-{[(1H-imidazol-2-ylmethyl)amino]carbonyl}phenoxy)-5-[(1S)-2-methoxy-(1-

methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

3-(3-{[(2-methoxyethyl)amino]carbonyl}phenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

3-(3-{[(1H-imidazol-2-ylmethyl)amino]carbonyl}phenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-1,3-thiazol-2-ylbenzamide;

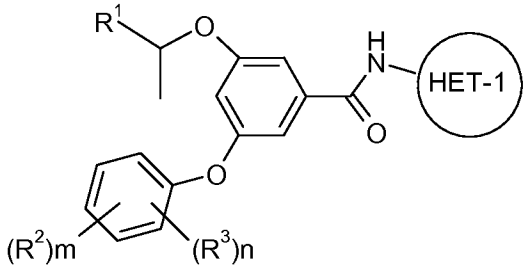
3-{[2-chloro-4-({[2-(methyloxy)ethyl]amino}sulfonyl)phenyl]oxy}-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide;

3-(4-{[(2-methoxyethyl)amino]sulfonyl}phenoxy)-5-[(1S)-2-methoxy-(1-methylethyl)oxy]-N-(1-methyl-1H-pyrazol-3-yl)benzamide; and

3-[(1S)-2-methoxy-(1-methylethyl)oxy]-5-(4-{[(1-methylpiperidin-4-yl)amino]carbonyl}phenoxy)-N-(3-methyl-1,2,4-thiadiazol-5-yl)benzamide;

or a salt~~, pro-drug, or solvate~~ thereof.

Claim 28 (withdrawn/currently amended): A compound of the Formula (I), or a salt, pro-drug, or solvate thereof:



(I)

wherein:

R1 is methoxymethyl;

R2 is HET-2;

HET-1 is a 5- or 6-membered, C-linked heteroaryl ring containing a nitrogen atom in the 2-position and optionally 1 or 2 further ring heteroatoms independently selected from O, N, and S; which ring is optionally substituted on an available carbon atom, or on a ring nitrogen atom provided it is not thereby quaternised, with 1 or 2 substituents independently selected from R^6;

HET-2 is a 4-, 5-, or 6-membered, C- or N-linked heterocyclyl ring containing 1, 2, 3, or 4

heteroatoms independently selected from O, N, and S, wherein a -CH_2- group can optionally be replaced by a -C(O)-, and wherein a sulphur atom in the heterocyclic ring may optionally be oxidised to an S(O) or $S(O)_2$ group, which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^7;

R^3 is selected from halo, fluoromethyl, difluoromethyl, trifluoromethyl, methyl, methoxy, and cyano;

R^4 is selected from hydrogen; (1-4C)alkyl optionally substituted with 1 or 2 substituents independently selected from HET-2, -OR^5, -SO_2R^5, (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7), and -$C(O)NR^5R^5$; (3-6C)cycloalkyl (optionally substituted with 1 group selected from R^7); and HET-2;

R^5 is hydrogen or (1-4C)alkyl;

or **R^4** and **R^5** together with the nitrogen atom to which they are attached form a heterocyclyl ring system as defined by HET-3;

R^6 is independently selected from (1-4C)alkyl, halo, hydroxy(1-4C)alkyl, (1-4C)alkoxy(1-4C)alkyl, (1-4C)alkyl$S(O)_p$(1-4C)alkyl, amino(1-4C)alkyl, (1-4C)alkylamino(1-4C)alkyl, di(1-4C)alkylamino(1-4C)alkyl, and HET-4;

R^7 is selected from -OR^5, (1-4C)alkyl, -C(O)(1-4C)alkyl, -$C(O)NR^4R^5$, (1-4C)alkoxy(1-4C)alkyl, hydroxy(1-4C)alkyl, and -$S(O)_pR^5$;

HET-3 is an N-linked, 4-, 5-, or 6-membered, saturated or partially unsaturated heterocyclyl ring, optionally containing 1 or 2 further heteroatoms independently selected from O, N, and S, wherein a -CH_2- group can optionally be replaced by a -C(O)- and wherein a sulphur atom in the ring may optionally be oxidised to an S(O) or $S(O)_2$ group; which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^8; or

HET-3 is an N-linked, 7-membered, saturated or partially unsaturated heterocyclyl ring, optionally containing 1 further heteroatom independently selected from O, S, and N, wherein a -CH_2- group can optionally be replaced by a -C(O)- group and wherein a sulphur atom in the ring may optionally be oxidised to an S(O) or $S(O)_2$ group; which ring is optionally substituted on an available carbon or nitrogen atom by 1 or 2 substituents independently selected from R^8; or

HET-3 is an N-linked, 6- to 10-membered bicyclic saturated or partially unsaturated

heterocyclyl ring, optionally containing 1 further nitrogen atom, wherein a $-CH_2-$ group can optionally be replaced by a -C(O)-; which ring is optionally substituted on an available carbon or nitrogen atom by 1 substituent selected from hydroxy and R^3;

R^8 is selected from $-OR^5$, (1-4C)alkyl, -C(O)(1-4C)alkyl, $-C(O)NR^4R^5$, (1-4C)alkylamino, di(1-4C)alkylamino, HET-3 wherein said ring is unsubstituted, (1-4C)alkoxy(1-4C)alkyl, hydroxy(1-4C)alkyl, and $-S(O)_pR^5$;

HET-4 is a 5- or 6-membered, C- or N- linked unsubstituted heteroaryl ring containing 1, 2, or 3 ring heteroatoms independently selected from O, N, and S;

p is independently at each occurrence 0, 1, or 2;

m is 1 and R^2 is in the para position relative to the ether linkage; and

n is 0, 1, or 2.

Claim 29 (withdrawn/currently amended): A compound of Formula (I), as claimed in Claim 28, which is:

3-[(1S)-2-methoxy-1-methylethoxy]-N-(1-methyl-1H-pyrazol-3-yl)-5-[4-(1,2,4-oxadiazol-3-yl)phenoxy]benzamide;

or a salt~~, pro-drug, or solvate~~ thereof.

Claim 30 (currently amended): A compound of Formula (I) as claimed in Claim 18, Claim 22, Claim 26, or Claim 28 or a salt~~, pro-drug, or solvate~~ thereof wherein R^1 has the (S) configuration.

Claim 31 (currently amended): A compound of Formula (I) as claimed in Claim 18, Claim 22, Claim 26, or Claim 28 or a salt~~, pro-drug, or solvate~~ thereof, wherein HET-1 is a 5-membered ring.

Claim 32 (currently amended): A pharmaceutical composition comprising a compound as claimed in Claim 18, Claim 22, Claim 26, or Claim 28, or a salt~~, pro-drug, or solvate~~ thereof, together with a pharmaceutically acceptable diluent or carrier.

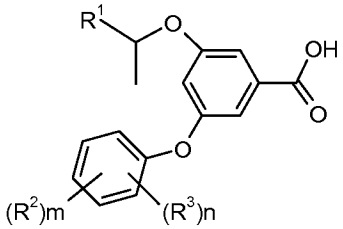
Claim 33 (withdrawn/currently amended): A method of treating GLK mediated diseases

comprising administering an effective amount of a compound of Formula (I) as claimed in Claim 18, Claim 22, Claim 26, or Claim 28 or a salt~~, pro-drug, or solvate~~ thereof, to a mammal in need of such treatment.

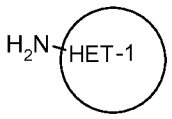
Claim 34 (withdrawn): The method of Claim 33, wherein the GLK mediated disease is type 2 diabetes.

Claim 35 (withdrawn/currently amended): A process for the preparation of a compound of Formula (I) or a salt~~, pro-drug, or solvate~~ thereof as claimed in Claim 18, Claim 22, Claim 26, or Claim 28, comprising:

(a) reacting an acid of Formula (III) or activated derivative thereof with a compound of Formula (IV),



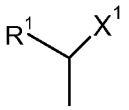
(III)



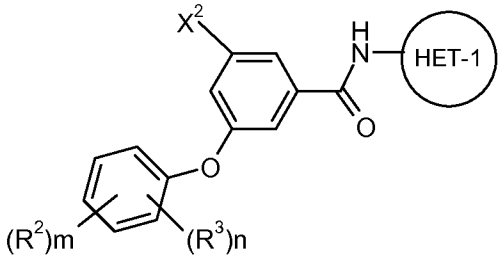
(IV);

or

(b) reacting a compound of Formula (V) with a compound of Formula (VI),



(V)

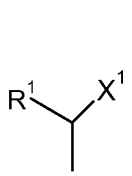


(VI)

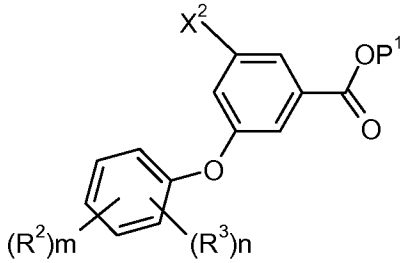
wherein X^1 is a leaving group and X^2 is a hydroxyl group; or X^1 is a hydroxyl group and X^2 is a leaving group;

or

reacting a compound of Formula (V) with the intermediate ester of Formula (VII), wherein P^1 is a protecting group followed by ester hydrolysis and amide formation;



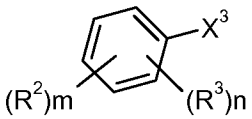
(V)



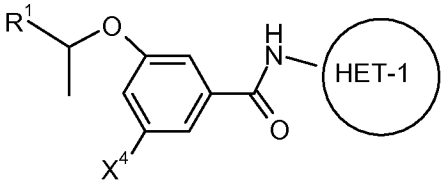
(VII)

or

(c) reacting a compound of Formula (VIII) with a compound of Formula (IX)



(VIII)

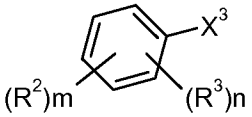


(IX)

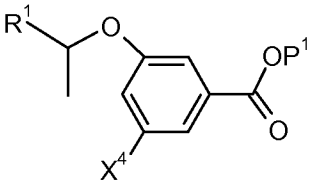
wherein X^3 is a leaving group or an organometallic reagent and X^4 is a hydroxyl group; or X^3 is a hydroxyl group and X^4 is a leaving group or an organometallic reagent;

or

reacting a compound of Formula (VIII) with the intermediate ester of Formula (X), followed by ester hydrolysis and amide formation;



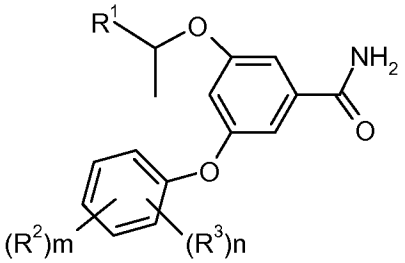
(VIII)



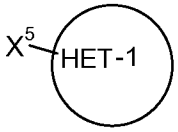
(X)

or

(d) reacting a compound of Formula (XI) with a compound of Formula (XII),



(XI)

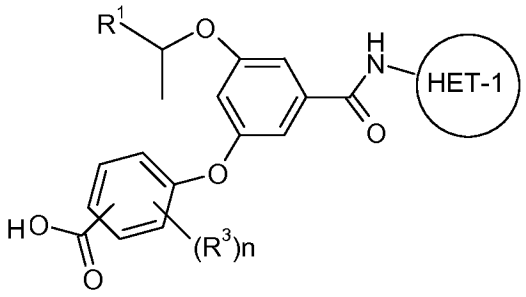


(XII);

wherein X^5 is a leaving group;

or

(e) when R^2 is of the formula $-C(O)NR^4R^5$, reacting a compound of the formula:



with a compound of the formula HNR^4R^5;

and thereafter, if necessary:

i) converting a compound of Formula (I) into another compound of Formula (I);

ii) removing any protecting groups; and/or

iii) forming a salt~~, pro-drug, or solvate~~.